



THE UNITED STATES
CORPORATION
COMPANY

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SB DEC 17 AM 8:45

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 067600 5043849

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizut
Patricia Pizut

ORDER DATE : December 16, 1998

ORDER TIME : 12:01 PM

ORDER NO. : 067600-005

100002714091--1

CUSTOMER NO: 5043849

CUSTOMER: Diane Cleversey, Legal Asst
DARDEN RESTAURANTS, INC.
DARDEN RESTAURANTS, INC.
5900 Lake Ellenor Drive

Orlando, FL 32809

DOMESTIC FILING

NAME: GMRI CAPITAL CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

g 12/17/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 3:58

EFFECTIVE DATE

12/15/98

**ARTICLES OF INCORPORATION
OF
GMRI CAPITAL CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 17 PM 3: 58

The undersigned, being above the age of twenty-one (21) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I.

Name

The name of this corporation shall be **GMRI Capital Corporation** (the "Corporation") and its principal place of business shall be located at 5900 Lake Ellenor Drive, Orlando, Florida 32809.

ARTICLE II.

Commencement of Corporate Existence

This Corporation shall commence corporate existence on the date of signing these articles of incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III.

General Purpose: General Powers

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV.

Capital Stock

This Corporation is authorized to issue 1000 shares of voting common stock having \$1.00 par value.

ARTICLE V.

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 1201 Hays Street, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be Corporation Service Company. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI.

Initial Board of Directors

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, provided, however, that the number of directors shall never be less than one (1). The names and street address of the initial directors of this Corporation is:

George T. Williams
6000 Lake Ellenor Drive
Orlando, FL 32809

Jim McIntosh
6000 Lake Ellenor Drive
Orlando, FL 32809

ARTICLE VII.

Incorporator

The name and street address of the person signing these articles as incorporator is:
James O. McIntosh, 6000 Lake Ellenor Drive, Orlando, Florida 32809.

ARTICLE VIII.

Bylaws

The Board of Directors shall have the power to adopt, alter, amend or repeal the bylaws of the Corporation, except as otherwise restricted by applicable law.

ARTICLE IX.

Indemnification

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X.

Amendment

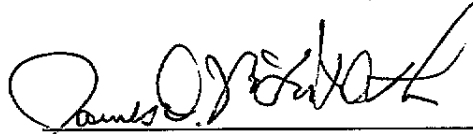
This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI.

Headings and Captions

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name this 15th day of December, 1998.

A handwritten signature in black ink, appearing to read "James O. McIntosh", written over a horizontal line.

James O. McIntosh
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 3:58

Pursuant to the provisions of Florida Statutes 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement:

GMRI Capital Corporation (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 5900 Lake Ellenor Drive, Orlando, Florida 32809, has named and designated Corporation Service Company with its registered office located at 1201 Hays Street, Tallahassee, Florida 32301, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **GMRI Capital Corporation** (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this 16 day of December, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Name: Karen B. Rozar, Asst. Sec.

Registered Agent Corporation Service Company